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February 23, 1994

RECORDATION NO. 16017-CC, DE EET  
FILED 1425

FEB 23 1994-2 25 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 7)

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of February 23, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated February 23, 1994, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 23, 1994, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 23, 1994 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Sixth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement

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dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 249 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Sixth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Sixth Supplement to Equipment Trust Agreement).

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A LAW CORPORATION

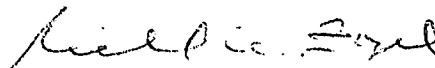
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You are hereby authorized to deliver any unneeded copies of the Sixth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of February 23, 1994, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering ninety-six (96) railroad cars, and (ii) Assignment, a primary document, dated February 23, 1994, between the Company (as Assignor), and the Bank, as Trustee, and covering ninety-six (96) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 23, 1994, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Sixth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated February 23, 1994, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps  
Enclosures

BILL OF SALE

(Series 7)

NATIONSBANK OF TEXAS, N.A.,  
AS TRUSTEE  
TO

RECORDATION NO. 16017 FF FILED 1425

FEB 23 1994 - 2 25 PM

TRINITY INDUSTRIES LEASING COMPANY

INTERSTATE COMMERCE COMMISSION

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated February 23, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 249 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated May 14, 1981, (Rider 1) between the Company and Illinois Central Gulf Railroad Company as described on Exhibit B to the Agreement together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 23 day of February, 1994.

NATIONSBANK OF TEXAS, N.A.

By: 

Vice President

Attest: 

Assistant Vice President

STATE OF TEXAS

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§  
§

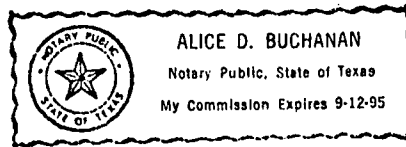
COUNTY OF DALLAS

On this 23<sup>rd</sup> day of February, 1994, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan  
Signature of Notary Public

My Commission Expires:

9-12-95



## EXHIBIT A

Series 7

1. Railroad Car Lease Agreement, dated May 14, 1981, between Trinity Industries Leasing Company and Illinois Central Gulf Railroad Company covering the following described railroad cars (Partial Rider 1):

Number of Cars	Type	Car Numbers
249	Gondolas	ICG 246500-246552 ICG 246554-246749 (inclusive)

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**EXHIBIT B****Series 7****DESCRIPTION OF TRUST EQUIPMENT**

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
249	Gondola	N/A	ICG 246500-246552 ICG 246554-246749 (inclusive)	9/81

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